

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR IFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	May 31, 2005						
Estimated average but	rden						
hours per response	1						

SEC USE ONLY						
Prefix	Serial					
_ 1						
DATE	RECEIVED					
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Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Audax Management Company, LLC, 101 Huntington Avenue, Boston, MA 02199 Address of Principal Business Operations (if different from Executive Offices) Brief Description of Business Holding Company Type of Business Organization corporation limited partnership, already formed limited partnership, to be formed	Telephone Number (Including Area Code) (617) 859-1500 Telephone Number (Including Area Code)
Brief Description of Business Holding Company Type of Business Organization corporation limited partnership, already formed	
Holding Company Type of Business Organization Corporation Ilimited partnership, already formed	05065401
corporation limited partnership, already formed	05085401
	other (please specify): Limited Liability Company
Actual or Estimated Date of Incorporation or Organization: Month Year	Nactual □ Estimated PROCES
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation CN for Canada: FN for other foreign jurisdiction)	for State:
GENERAL INSTRUCTIONS	THOMSO
Federal: <i>Who Must File</i> : All issuers making an offering of securities in reliance on an exemption under Ro 15 U.S.C. 77d(6).	FINANCIA egulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the of Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at after the date on which it is due, on the date it was mailed by United States registered or certified	t the address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, I	D.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	e manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need or changes thereto, the information requested in Part C, and any material changes from the informat Appendix need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with are to be, or have been made. If a state requires the payment of a fee as a precondition to the clair accompany this form. This notice shall be filed in the appropriate states in accordance with state this notice and must be completed.	n the Securities Administrator in each state where sales in for the exemption, a fee in the proper amount shall

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A. BASIC IDENTIFICATION DATA Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Audax Private Equity Fund, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Audax Management Company, LLC, 101 Huntington Avenue, Boston, MA 02199 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Audax Private Equity Fund II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Audax Management Company, LLC, 101 Huntington Avenue, Boston, MA 02199 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Stuart McKelvey Business or Residence Address (Number and Street, City, State, Zip Code) c/o TMP Directional Marketing, LLC, 622 Third Avenue, 39th Floor, New York, NY 10017 Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner □ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				B.	INFORMA	TION ABO	OUT OFFE	RING					
											Yes	No	
1. Has	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	d investors	in this offe	ring?		🔲	\boxtimes	
			А	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.				
2. Wha	t is the mir	imum iņve	stment tha	t will be ac	cepted from	m any indi	vidual?				\$10,000.00		
	•										Yes	No	
3. Does	s the offerin	ng permit j	oint owners	ship of a si	ngle unit?		,					\boxtimes	
comi offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	be paid or connection broker or concerthan fin information	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are			
Full Na	me (Last n	ame first, i	f individua	l)									
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)	<u> </u>			,		
Name o	of Associate	ed Broker o	or Dealer		······································		·····						
	n Which Pe eck "All St										🗌 Al	1 States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	1)									
Busines	ss or Resid	ence Addre	ss (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)						
Name o	of Associate	ed Broker o	or Dealer										
	n Which Pe											1.0.	
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[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID]	
[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[MO] [PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]]	[WY]	[PR]	
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Busines	ss or Resid	ence Addre	ess (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)						
Name o	of Associate	ed Broker (or Dealer										
	n Which Po										🗌 A	Il States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security -Offering Price Sold Debt \$-0-\$-0-\$947,662.90 \$947,662.90 ☐ Preferred \$-0-Convertible Securities (including warrants) \$-0-Partnership Interests \$-0-\$-0-Other (Specify _ ___)..... \$-0-\$-0-Total \$947,662.90 \$947,662.90 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 29 \$947,662.90 Accredited Investors.... Non-accredited Investors..... \$-0-Total (for filings under Rule 504 only)..... \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A \$ Rule 504 Total..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.... \$-0-Legal Fees \$-0-\$-0-Accounting Fees. \$-0-Engineering Fees. Sales Commission (specify finders' fees separately)..... \$-0-Other Expenses (identify) \$-0-Total \$-0-

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
ъ.	and total expenses furnished in response	te offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "ad	justed	\$947,662.90
5.	each of the purposes shown. If the amou	d proceeds to the issuer used or proposed to be usent for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjuster of Part C – Question 4.b above.	e and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		\$-0-	\$-0-
	Purchase of real estate		\$-0-	\$-0-
	Purchase, rental or leasing and insta	lation of machinery and equipment	\$-0-	\$-0-
	, -	dings and facilities		\$-0-
	Acquisition of other businesses (incloffering that may be used in exchange	uding the value of securities involved in this ge for the assets or securities of another issuer		\$-0-
	Repayment of indebtedness		\$-0-	S-0-
	Working capital		\$-0-	<u>\$-0-</u>
	Other (specify): Investment in subsi-	diary	\$947,662.90	<u>\$-0-</u>
			<u>\$-0-</u>	<u>\$-0-</u>
	Column Totals		□ <u>\$-</u> 0-	S-0-
	Total Payments Listed (column total	s added)	⊠ <u>\$9</u>	47,662.90
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized person. I g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exchange Commissi	on, upon written
	er (Print or Type)	Signature	Date	
	P DM, LLC	///www		
•	Stuart McKelvey a Manager	1///10/1/1/	08/20/01-	•
_	ne of Signer (Print or Type)	Title of Signer (Print or Type)	1 09 20/10	
1.49T	ne of Signer (Finit of Type)	prine of Signer (Finite of Type)		
Stu	art McKelvey	a Manager		

-ATTENTION----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
Is any party described in 17 CFI of such rule?	230.262 presently subject to any of the disqua		
•	See Appendix, Column 5, for state r	esponse.	
	ndertakes to furnish to any state administrator on the character of the ch	of any state in which this notice is filed, a notice on	
3. The undersigned issuer hereby issuer to offerees.	undertakes to furnish to the state administrator	rs, upon written request, information furnished by th	ıe
Limited Offering Exemption (U		that must be satisfied to be entitled to the Uniform nd understands that the issuer claiming the availabilit a satisfied.	ty
The issuer has read this notificatio undersigned duly authorized perso		aly caused this notice to be signed on its behalf by th	1e
Issuer (Print or Type)	Signature	Date	
TMP DM, LLC			
By: Stuart McKelvey		plant.	
Its: a Manager		08/30/05	
Name (Print or Type)	Title (Print or Type)		
Stuart McKelvey	a Manager		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4	<u> </u>		
	Intend to non-ac investors (Part B-	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		⊠	Class A Common Units Class Z Common	4	\$174,121.80				⋈
СО			Units						
СТ		⊠	Class A Common Units	2	\$40,028.00				Ø
			Class Z Common Units						
DE									
DC									
FL							-		
GA									
HI									
ID									
IL		⊠	Class A Common Units	2	\$53,037.10				×
			Class Z Common Units						
IN									
IA									
KS		Ø	Class A Common Units	2	\$155,108.50				Ø
			Class Z Common Units						
KY									
LA									
МЕ							_		
MD			Class A Common Units	1	\$15,010.50				⊠
			Class Z Common Units						

APPENDIX

1	2	2	3			4			5
	Intend to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					ification ate ULOE , attach ation of granted) Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MA							-		
Ml									
MN		⊠	Class A Common Units	4	\$78,054.60				
			Class Z Common Units						
MS									
МО		⊠	Class A Common Units	2	\$33,023.10				
			Class Z Common Units						
МТ									
NE									
NV									
NH									
NJ		⊠	Class A Common Units Class Z Common Units	2	\$32,022.40				
NM							-		
NY									
NC									
ND									
ОН		×	Class A Common Units Class Z Common Units	1	\$15,010.50				
ОК			Oine						
OR					·				
PA									
RI							<u>.</u>		
SC									
SD									

APPENDIX

1	Intend to non-ac	ccredited . s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				
	(2 4.11 2		vi dir O item 1)	Number of Accredited	(1 uit		(Part E-	110	
State	Yes	No		Investors	Amount	Non-Accredited Investors	Amount	Yes	No
TN		\boxtimes	Class A Common Units	1	\$22,015.40				⊠
			Class Z Common Units						
TX		⊠	Class A Common Units	2	\$65,045.50				⊠
			Class Z Common Units						
UT									
VT									
VA									
WA									
wv				:					
Wl		×	Class A Common Units	4	\$225,157.50				Ø
			Class Z Common Units						
WY									
PR									